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Counsel for M. Looney Consulting Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
(RICHMOND DIVISION)**

In re:

HEALTH DIAGNOSTIC LABORATORY, INC, *et al*

Debtor.

Case No. 15-32919 (KRH)

JOINTLY ADMINISTERED
(Chapter 11)

RICHARD ARROWSMITH, LIQUIDATING
TRUSTEE OF THE HDL LIQUIDATING TRUST,

Plaintiff,

VS.

LATONYA S. MALLORY, *et al*

Defendant.

Adv. Pro. No. 16-03271

M. LOONEY CONSULTING INC.'S
AMENDED ANSWER AND AFFIRMATIVE DEFENSES

M. Looney Consulting Inc. (the “Defendant”), by and through undersigned counsel, submits this Amended Answer to the Complaint of the Plaintiff, Richard Arrowsmith (the “Plaintiff”), as the Liquidating Trustee of the HDL Liquidating Trust (the “Debtors”), filed on September 16, 2016 (the “Complaint”), and states and alleges as follows:

I. NATURE OF THE ACTION

1. Paragraph 1 of the Complaint contains remarks and legal conclusions to which no response is required. To the extent that paragraph 1 of the Complaint is pertinent to the Defendant, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

A. From, The Start, HDL's Founders Conspired With BlueWave to Sell HDL's Tests Through Improper and Illegal Business Practices

2. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 2 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

3. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 3 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

4. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 4 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

5. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 5 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

6. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 6 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

B. HDL Relied On Three Improper And Illegal Business Practices

7. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 7 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

8. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 8 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

9. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 9 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

10. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 10 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

C. Although HDL's Scheme Allowed It To Reap Hundreds of Millions of Dollars, HDL Was Never Actually Solvent or Profitable

11. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 11 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

12. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 12 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

13. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 13 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

14. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 14 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

15. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 15 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

16. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 16 of the Complaint and is unable to admit or deny the allegation in paragraph 16 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

D. HDL's Practices Drew Inevitable Scrutiny

17. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 17 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

18. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 18 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

19. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 19 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

20. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 20 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

21. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 21 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

22. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 22 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

23. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 23 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

24. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 24 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

E. HDL's Management Engaged In Wasteful and Self-Dealing Transactions

25. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 25 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

26. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 26 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

27. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 27 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

F. HDL's Business Eventually Collapsed

28. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 28 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

29. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 29 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

30. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 30 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

31. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 31 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

32. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 32 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

33. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 33 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

34. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 34 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

35. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 35 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

36. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 36 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

G. To Recover The Losses Suffered By Creditors, Plaintiff Brings Dozens Of Causes Of Action Against A Wide Range Of Defendants

37. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 37 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

38. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 38 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

39. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 39 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

II. JURISDICTION AND VENUE

40. The Defendant denies that the Court has jurisdiction over this adversary proceeding. The Plaintiff's Complaint contains claims, pursuant to *Stern v. Marshall*, 131 S. Ct. 2594, 180 L. Ed. 2d 475 (2011) reh'g denied, 132 S. Ct. 56, 180 L. Ed. 2d 924 (U.S. 2011), are claims which implicate only private rights. Consequently, the Bankruptcy Court has no authority to issue final judgments over those private rights claims without the consent of the Defendant. The Defendant reserves its right to a jury trial before the District Court, does not consent to a

jury trial before the Bankruptcy Court and does not consent to the entry of final orders by the Bankruptcy Court.

41. The Defendant denies that the Court has jurisdiction over this adversary proceeding. The Plaintiff's Complaint contains claims, pursuant to *Stern v. Marshall*, 131 S. Ct. 2594, 180 L. Ed. 2d 475 (2011) reh'g denied, 132 S. Ct. 56, 180 L. Ed. 2d 924 (U.S. 2011), are claims which implicate only private rights. Consequently, the Bankruptcy Court has no authority to issue final judgments over those private rights claims without the consent of the Defendant. The Defendant reserves its right to a jury trial before the District Court, does not consent to a jury trial before the Bankruptcy Court and does not consent to the entry of final orders by the Bankruptcy Court.

42. The allegation on venue is admitted.

43. The Defendant denies that this adversary proceeding is a core proceeding. The Plaintiff's Complaint contains claims, pursuant to *Stern v. Marshall*, 131 S. Ct. 2594, 180 L. Ed. 2d 475 (2011) reh'g denied, 132 S. Ct. 56, 180 L. Ed. 2d 924 (U.S. 2011), are claims which implicate only private rights. Consequently, the Bankruptcy Court has no authority to issue final judgments over those private rights claims without the consent of the Defendant. The Defendant reserves its right to a jury trial before the District Court, does not consent to a jury trial before the Bankruptcy Court and does not consent to the entry of final orders by the Bankruptcy Court.

44. Paragraph 44 of the Complaint is a statement of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

II. PARTIES

A. Plaintiff

45. The Defendant is informed and believes that the Trustee's status is as reflected in the Court records, but, except as so admitted, denies the allegation of Paragraph 45 of the Complaint.

B. Defendants

1. Directors, Officers, and Shareholders

46. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 46 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

47. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 47 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

48. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 48 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

49. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 49 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

50. The Defendant is informed and believes that McConnell's status is as reflected in the Court records, but, except as so admitted, denies each and every allegation of Paragraph 50 of the Complaint.

51. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 51 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

52. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 52 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

53. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 53 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

54. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 54 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

55. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 55 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

56. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 56 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

57. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 57 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

58. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 58 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

59. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 59 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

60. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 60 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

61. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 61 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

62. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 62 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

63. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 63 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

64. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 64 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

65. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 65 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

66. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 66 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

67. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 67 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

68. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 68 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

69. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 69 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

70. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 70 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

71. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 71 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

72. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 72 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

73. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 73 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

74. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 74 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

75. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 75 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

76. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 76 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

77. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 77 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

78. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 78 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

2. BlueWave Independent Sales Contractors and Transferees

79. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 79 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

80. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 80 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

81. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 81 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

82. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 82 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

83. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 83 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

84. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 84 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

85. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 85 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

86. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 86 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

87. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 87 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

88. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 88 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

89. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 89 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

90. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 90 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

91. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 91 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

92. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 92 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

93. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 93 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

94. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 94 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

95. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 95 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

96. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 96 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

97. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 97 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

98. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 98 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

99. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 99 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

100. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 100 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

101. In response to paragraph 101 of the Complaint, the Defendant admits.

102. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 102 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

103. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 103 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

104. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 104 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

105. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 105 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

106. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 106 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

107. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 107 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

108. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 108 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

109. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 109 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

110. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 110 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

111. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 111 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

112. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 112 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

113. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 113 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

114. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 114 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

115. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 115 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

116. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 116 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

117. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 117 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

118. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 118 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

119. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 119 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

120. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 120 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

121. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 121 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

122. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 122 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

123. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 123 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

124. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 124 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

125. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 125 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

126. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 126 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

127. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 127 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

128. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 128 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

129. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 129 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

130. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 130 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

131. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 131 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

132. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 132 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

133. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 133 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

134. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 134 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

135. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 135 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

136. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 136 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

137. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 137 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

138. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 138 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

139. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 139 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

140. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 140 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

141. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 141 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

142. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 142 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

143. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 143 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

144. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 144 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

145. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 145 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

146. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 146 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

147. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 147 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

148. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 148 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

149. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 149 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

150. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 150 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

151. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 151 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

152. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 152 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

153. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 153 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

154. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 154 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

155. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 155 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

156. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 156 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

157. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 157 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

158. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 158 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

159. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 159 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

160. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 160 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

161. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 161 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

162. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 162 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

3. Doe Defendants

163. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 163 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

164. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 164 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

IV. FACTUAL ALLEGATIONS

A. Formation of HDL

165. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 165 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

166. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 166 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

167. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 167 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

168. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 168 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

169. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 169 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

B. The Legal and Regulatory Environment of HDL's Laboratory Business

170. Paragraph 170 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies.

171. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 171 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

172. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 172 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

173. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 173 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

174. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 174 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

175. Paragraph 175 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies.

176. Paragraph 176 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies.

C. Process and Handling Payments

1. Despite Repeated Red Flags, The D&O Defendants and Rangarajan Implemented and Continued an Improper and Illegal P&H Program, Aided and Abetted By the BlueWave Defendants and Others.

177. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 177 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

178. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 178 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

179. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 179 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

180. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 180 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

181. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 181 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

182. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 182 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

183. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 183 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

184. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 184 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

185. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 185 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

186. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 186 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

2. The D&O Defendants and Rangarajan Ignored Numerous Warnings that the P&H Program Was Illegal and Improper

187. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 187 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

188. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 188 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

189. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 189 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

190. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 190 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

191. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 191 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

192. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 192 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

193. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 193 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

194. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 194 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

195. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 195 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

196. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 196 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

197. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 197 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

198. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 198 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

199. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 199 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

200. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 200 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

201. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 201 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

202. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 202 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

203. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 203 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

204. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 204 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

205. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 205 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

206. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 206 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

D. The BlueWave Agreement

1. HDL Negotiated And Executed An Illegal And Improper Agreement With BlueWave, Paying BlueWave More Than \$220 Million

207. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 207 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

208. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 208 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

209. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 209 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

210. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 210 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

211. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 211 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

212. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 212 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

213. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 213 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

214. The Defendant admits that a document described in paragraph 214 of the Complaint is attached as Exhibit "A" Paragraph 214 of the Complaint is denied in all other respects.

215. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 215 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

2. By Entering Into The BlueWave Agreement, The D&O Defendants, Aided And Abetted By The BlueWave Defendants And Others, Put HDL On A Collision Course With The Government

216. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 216 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

217. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 217 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

218. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 218 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

219. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 219 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

220. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 220 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

221. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 221 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

E. HDL's Improper And Fraudulent Billing Practices

1. HDL Routinely Failed To Collect Patient Co-Payments, Co- Insurance, and Deductibles

222. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 222 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

223. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 223 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

224. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 224 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

225. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 225 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

226. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 226 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

2. By Implementing The Patient Responsibility Collection Practice, The D&O Defendants and Rangarajan, Aided And Abetted By the BlueWave Defendants And Others, Exposed HDL To A Crippling Government Investigation, Enormous Settlement Obligations, And Huge Damages From Payer Lawsuits

227. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 227 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

228. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 228 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

229. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 229 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

230. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 230 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

231. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 231 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

232. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 232 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

233. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 233 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

234. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 234 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

235. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 235 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

236. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 236 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

237. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 237 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

F. HDL Paid Millions Of Dollars To Berkeley HeartLab To Settle Claims Based On Warnick's And Mallory's Conduct

238. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 238 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

239. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 239 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

240. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 240 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

241. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 241 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

242. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 242 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

243. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 243 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

244. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 244 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

245. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 245 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

G. Tipton Golias, Already HDL's Largest Stockholder, Invested Additional Equity Amounts In HDL Mischaracterized As A Loan

246. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 246 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

247. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 247 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

248. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 248 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

249. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 249 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

250. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 250 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

251. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 251 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

252. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 252 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

253. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 253 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

254. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 254 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

255. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 255 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

256. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 256 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

257. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 257 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

258. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 258 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

259. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 259 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

260. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 260 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

261. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 261 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

262. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 262 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

H. HDL Engaged In Medically Unnecessary And Improper CYP2C19 Testing

263. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 263 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

264. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 264 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

265. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 265 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

266. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 266 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

267. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 267 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

268. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 268 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

269. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 269 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

270. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 270 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

271. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 271 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

I. The Defendants Made Improper Payments To Doctors Through A Medical Advisory Board And Other Practices

272. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 272 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

273. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 273 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

274. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 274 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

275. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 275 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

276. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 276 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

J. At The D&O Defendants' Direction, HDL Squandered More Than \$18 Million Forming And Funding Global Genomics Group

277. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 277 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

278. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 278 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

279. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 279 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

280. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 280 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

281. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 281 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

282. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 282 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

283. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 283 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

284. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 284 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

285. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 285 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

286. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 286 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

287. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 287 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

288. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 288 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

289. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 289 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

290. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 290 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

291. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 291 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

292. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 292 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

293. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 293 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

294. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 294 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

K. Mallory Breached Her Fiduciary Duties Of Loyalty And Due Care By Usurping The Opportunity To Purchase GeneNews Limited Stock For Her Own Personal Gain And By Directing HDL To Fund Millions Of Dollars Into Innovative Diagnostic Laboratory, A Money Losing Joint Venture With

GeneNews Limited

295. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 295 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

296. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 296 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

297. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 297 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

298. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 298 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

299. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 299 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

300. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 300 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

301. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 301 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

302. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 302 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

303. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 303 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

304. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 304 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

305. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 305 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

306. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 306 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

307. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 307 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

308. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 308 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

309. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 309 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

310. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 310 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

311. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 311 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

L. At The D&O Defendants' Direction, HDL Wasted Millions Of Dollars On Its Investment In C3Nexus, LLC

312. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 312 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

313. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 313 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

314. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 314 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

315. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 315 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

316. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 316 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

317. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 317 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

318. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 318 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

319. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 319 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

320. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 320 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

321. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 321 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

322. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 322 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

323. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 323 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

324. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 324 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

325. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 325 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

326. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 326 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

327. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 327 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

328. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 328 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

329. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 329 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

330. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 330 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

331. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 331 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

332. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 332 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

333. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 333 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

334. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 334 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

335. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 335 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

M. At The D&O Defendants' Direction, HDL Squandered Millions Of Dollars Through Inappropriate Corporate Sponsorships And Large Charitable Gifts

336. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 336 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

337. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 337 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

338. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 338 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

339. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 339 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

340. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 340 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

N. At All Relevant Times, HDL Was Insolvent, Had Unreasonably Small Capital For Its Business, And Incurred Or Should Have Known It Was Incurring Debts That It Lacked The Ability To Pay

341. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 341 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

342. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 342 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

343. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 343 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

344. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 344 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

345. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 345 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

346. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 346 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

347. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 347 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

348. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 348 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

349. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 349 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

350. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 350 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

351. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 351 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

352. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 352 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

353. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 353 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

354. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 354 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

355. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 355 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

356. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 356 of the Complaint and is unable to admit or deny the allegation in paragraph 356 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

357. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 357 of the Complaint and is unable to admit or deny the allegation in paragraph 357 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

O. At All Relevant Times, HDL Was Under the Domination and Control Of The D&O Defendants, In Conspiracy With The BlueWave Defendants

358. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 358 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

359. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 359 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

360. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 360 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

P. The D&O Defendants Made Or Directed Intentional Misrepresentations To HCPs, Payers, And Other Creditors About The Nature And Propriety Of HDL's Business Practices

361. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 361 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

362. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 362 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

363. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 363 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

Q. HDL Made Massive Distributions To Shareholders

364. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 364 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

365. The Defendant admits that a document described in paragraph 365 of the Complaint is attached as Exhibit "B" Paragraph 365 of the Complaint is denied in all other respects.

366. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 366 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

367. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 367 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

368. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 368 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

369. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 369 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

370. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 370 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

R. HDL Entered Into Employment Agreements With Mallory, McConnell, Warnick, And Ryan And Paid Excessive, And Increasing, Salaries, Bonuses,

And Other Compensation

371. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 371 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

372. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 372 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

373. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 373 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

374. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 374 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

375. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 375 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

376. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 376 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

377. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 377 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

378. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 378 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

379. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 379 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

380. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 380 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

381. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 381 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

382. The Defendant admits that a document described in paragraph 382 of the Complaint is attached as Exhibit "C" Paragraph 382 of the Complaint is denied in all other respects.

383. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 383 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

384. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 384 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

S. HDL Entered Into A Buyout Agreement With Rangarajan, Paying Him Millions To Repurchase His HDL Stock On Top Of An Excessive Bonus

385. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 385 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

386. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 386 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

387. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 387 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

T. HDL Entered Into A Separation Agreement With Mallory, Agreeing to Pay Her More Than \$2 Million In Unnecessary Severance

388. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 388 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

389. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 389 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

390. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 390 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

U. The DOJ Investigation, Settlement, and Complaint-in-Intervention

391. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 391 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

392. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 392 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

393. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 393 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

394. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 394 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

395. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 395 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

396. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 396 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

397. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 397 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

398. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 398 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

V. Claims By Insurance Companies

399. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 399 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

400. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 400 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

401. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 401 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

402. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 402 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

403. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 403 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

404. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 404 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

405. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 405 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

406. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 406 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

407. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 407 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

408. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 408 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

409. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 409 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

W. McConnell, Warnick, Galen and Bartlett Failed To Obtain A Tolling Agreement From Individual LeClairRyan Attorneys

410. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 410 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

411. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 411 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

412. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 412 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

413. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 413 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

X. HDL's Bankruptcy Proceeding, Confirmation Of Plan Of Liquidation, And Creation Of Liquidating Trust

414. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 414 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

415. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 415 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

416. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 416 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

417. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 417 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

418. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 418 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

419. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 419 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

420. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 420 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

421. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 421 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

Y. Assignments Of Creditor Causes Of Action

422. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 422 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

423. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 423 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

424. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 424 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

425. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 425 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

426. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 426 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

427. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 427 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 1

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§548 and 550; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud)

428. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 427 above.

429. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 429 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

430. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 430 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

431. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 431 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

432. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 432 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

433. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 433 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

434. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 434 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

435. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 435 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 2

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§548 and 550; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Constructive Fraud)

436. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 435 above.

437. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 437 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

438. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 438 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

439. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 439 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

440. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 440 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

441. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 441 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

442. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 442 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint..

443. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 443 of the Complaint. To the extent a response is required Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

444. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 444 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

445. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 445 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 3

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud)

446. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 445 above.

447. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 447 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

448. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 448 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

449. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 449 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

450. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 450 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

451. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 451 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

452. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 452 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

453. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 453 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

454. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 454 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

455. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 455 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 4

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Constructive Fraud)

456. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 455 above.

457. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 457 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

458. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 458 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

459. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 459 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

460. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 460 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

461. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 461 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

462. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 462 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

463. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 463 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

464. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 464 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

465. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 465 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

466. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 466 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 5

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–80; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud)

467. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 466 above.

468. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 468 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

469. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 469 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

470. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 470 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

471. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 471 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

472. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 472 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

473. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 473 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

474. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 474 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

475. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 475 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

476. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 476 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 6

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–81; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Insolvency)

477. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 476 above.

478. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 478 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

479. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 479 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

480. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 480 of the Complaint and is unable to admit or deny the allegation in paragraph 480 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

481. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 481 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

482. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 482 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

483. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 483 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 7

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Texas Bus. & Com. Code §§ 24.001 et seq., Georgia Code §§ 18-2-70 et seq., Alabama Code §§ 8-9A-1 et seq., West Virginia Code §§ 40-1A-1 et seq., Revised Code of Washington § 19.40.011 et seq., and Minnesota Statutes §§ 513.41 et seq.; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud)

484. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 483 above.

485. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 485 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

486. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 486 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

487. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 487 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

488. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 488 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

489. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 489 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

490. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 490 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

491. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 491 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

492. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 492 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

493. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 493 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 8

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Texas Bus. & Com. Code §§ 24.001 et. seq.,

Georgia Code §§ 18-2-70 et seq., Alabama Code §§ 8-9A-1 et seq., West Virginia Code §§ 40-1A-1 et seq., Revised Code of Washington § 19.40.011 et seq. and Minnesota Statutes §§ 513.41 et seq.; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Constructive Fraud)

494. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 493 above.

495. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 495 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

496. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 496 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

497. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 497 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

498. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 498 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

499. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 499 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

500. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 500 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

501. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 501 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

502. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 502 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

503. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 503 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

504. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 504 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 9

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, S.C. Code § 27-23-10; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud)

505. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 504 above.

506. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 506 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

507. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 507 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

508. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 508 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

509. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 509 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

510. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 510 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

511. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 511 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

512. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 512 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

513. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 513 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

514. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 514 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 10

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, S.C. Code § 27-23-10; Against the Shareholder

Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Constructive Fraud)

515. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 514 above.

516. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 516 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

517. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 517 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

518. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 518 of the Complaint and is unable to admit or deny the allegation in paragraph 518 of the Complaint. The defendant demands strict proof of Debtors' insolvency..

519. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 519 of the Complaint and is unable to admit or deny the allegation in paragraph 519 of the Complaint. The defendant demands strict proof of Debtors' insolvency..

520. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 520 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

521. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 521 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

522. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 522 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

523. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 523 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

524. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 524 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

525. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 525 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 11

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, New York Debtor and Creditor Law § 276; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Actual Fraud – Conveyances Made with Intent to Defraud)

526. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 525 above.

527. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 527 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

528. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 528 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

529. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 529 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

530. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 530 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

531. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 531 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

532. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 532 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

533. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 533 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

534. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 534 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

535. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 535 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

536. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 536 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 12

(Avoidance of Transfer of Distributions to Shareholders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, New York Debtor and Creditor Law §§ 273 and 274; Against the Shareholder Defendants, the Mallory Trust, the Warnick Entity Defendants, and the Doe Defendants – Constructive Fraud)

537. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 536 above.

538. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 538 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

539. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 539 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

540. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 540 of the Complaint and is unable to admit or deny the allegation in paragraph 540 of the Complaint. The defendant demands strict proof of Debtors' insolvency..

541. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 541 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

542. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 542 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

543. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 543 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

544. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 544 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

545. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 545 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

546. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 546 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

547. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 547 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

548. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 548 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 13

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§548 and 550; Against Mallory, the Mallory Trust, McConnell, Warnick, the

Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Actual Fraud)

549. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 548 above.

550. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 550 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

551. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 551 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

552. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 552 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

553. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 553 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

554. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 554 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

555. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 555 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

556. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 556 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 14

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§548 and 550; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Constructive Fraud)

557. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 556 above.

558. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 558 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

559. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 559 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

560. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 560 of the Complaint and is unable to admit or deny the allegation in paragraph 560 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

561. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 561 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

562. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 562 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

563. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 563 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

564. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 564 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

565. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 565 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

566. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 566 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 15

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Actual Fraud)

567. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 567 above.

568. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 568 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

569. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 569 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

570. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 570 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

571. v The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 571 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

572. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 572 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

573. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 573 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

574. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 574 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

575. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 575 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

576. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 576 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 16

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Constructive Fraud)

577. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 576 above.

578. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 578 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

579. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 579 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

580. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 580 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

581. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 581 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

582. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 582 of the Complaint and is unable to admit or deny

the allegation in paragraph 582 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

583. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 583 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

584. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 584 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

585. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 585 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

586. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 586 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

587. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 587 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 17

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code §§ 55–80; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Actual Fraud)

588. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 587 above.

589. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 589 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

590. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 590 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

591. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 591 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

592. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 592 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

593. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 593 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

594. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 594 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

595. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 595 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

596. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 596 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

597. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 597 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 18

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code §§ 55–81; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Insolvency)

598. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 597 above.

599. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 599 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

600. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 600 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

601. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 601 of the Complaint and is unable to admit or deny the allegation in paragraph 601 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

602. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 602 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

603. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 603 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

604. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 604 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 19

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Revised Code of Washington § 19.40.011 et seq. and Minnesota Statutes §§ 513.41 et seq.; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Actual Fraud)

605. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 604 above.

606. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 606 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

607. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 607 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

608. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 608 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

609. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 609 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

610. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 610 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

611. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 611 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

612. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 612 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

613. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 613 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

614. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 614 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

615. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 615 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 20

(Avoidance of Transfers of Compensation to Insiders and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Revised Code of Washington § 19.40.011 et seq. and Minnesota Statutes §§ 513.41 et seq.; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants – Constructive Fraud)

616. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 615 above.

617. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 617 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

618. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 618 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

619. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 619 of the Complaint and is unable to admit or deny the allegation in paragraph 619 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

620. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 620 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

621. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 621 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

622. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 622 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

623. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 623 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

624. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 624 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

625. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 625 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

626. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 626 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 21

(Avoidance of Transfers to Insiders Under Employment Contracts Outside of the Ordinary Course of Business and Recovery of Value Under 11 U.S.C. §§548(a)(1)(B)(i) and (ii)(IV) and 550; Against Mallory, the Mallory Trust, McConnell, Warnick, the Warnick Entity Defendants, Rangarajan, Ryan, and the Doe Defendants — Insider Employment Contract Payments)

627. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 626 above.

628. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 628 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

629. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 629 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

630. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 630 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

631. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 631 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

632. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 632 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

633. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 633 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

634. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 634 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 22

(Avoidance of the Mallory Separation Amount Obligation Under 11 U.S.C. §§548(a)(1)(B)(i) and (a)(1)(B)(ii)(I), (ii)(II), (ii)(III) and (ii)(IV) and Recovery of Value Under 11 U.S.C. § 550; Against Mallory and the Mallory Trust – Insider Employment Contract Obligation Outside of the Ordinary Course of Business and Constructive Fraud)

635. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 634 above.

636. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 636 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

637. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 637 of the Complaint and is unable to admit or deny the allegation in paragraph 637 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

638. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 638 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

639. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 639 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

640. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 640 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

641. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 641 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

642. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 642 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

643. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 643 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

644. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 644 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

645. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 645 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 23

(Avoidance of Transfer of the Rangarajan Buyout Payments and Recovery of Value Under 11 U.S.C. §§548 and 550; Against Rangarajan – Actual Fraud)

646. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 645 above.

647. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 647 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

648. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 648 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

649. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 649 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

650. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 650 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

651. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 651 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

652. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 652 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

653. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 653 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 24
(Avoidance of Transfer of the Rangarajan Buyout Payments to Rangarajan and Recovery of Value Under 11 U.S.C. §§548 and 550; Against Rangarajan – Constructive Fraud)

654. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 653 above.

655. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 655 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

656. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 656 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

657. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 657 of the Complaint and is unable to admit or deny the allegation in paragraph 657 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

658. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 658 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

659. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 659 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

660. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 660 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

661. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 661 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

662. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 662 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

663. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 663 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 25

(Avoidance of Transfer of the Rangarajan Buyout Payments to Rangarajan and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against Rangarajan – Actual Fraud)

664. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 663 above.

665. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 665 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

666. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 666 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

667. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 667 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

668. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 668 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

669. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 669 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

670. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 670 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

671. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 671 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

672. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 672 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

673. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 673 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 26

(Avoidance of Transfer of the Rangarajan Buyout Payments to Rangarajan and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against Rangarajan – Constructive Fraud)

674. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 673 above.

675. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 675 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

676. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 676 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

677. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 677 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

678. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 678 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

679. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 679 of the Complaint and is unable to admit or deny the allegation in paragraph 679 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

680. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 680 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

681. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 681 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

682. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 682 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

683. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 683 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

684. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 684 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 27

(Avoidance of Transfer of the Rangarajan Buyout Payments to Rangarajan and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–80; Against Rangarajan – Actual Fraud)

685. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 684 above.

686. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 686 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

687. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 687 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

688. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 688 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

689. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 689 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

690. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 690 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

691. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 691 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

692. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 692 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

693. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 693 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

694. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 694 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 28

(Avoidance of Transfer of the Rangarajan Buyout Payments to Rangarajan and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–81; Against Rangarajan – Insolvency)

695. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 694 above.

696. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 696 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

697. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 697 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

698. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 698 of the Complaint and is unable to admit or deny the allegation in paragraph 698 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

699. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 699 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

700. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 700 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

701. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 701 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 29

(Recharacterization Of March 1, 2010 Note And the Goliath Double Payment As Equity; Against Tipton Goliath)

702. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 701 above.

703. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 703 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

704. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 704 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

705. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 705 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

706. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 706 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

707. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 707 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

708. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 708 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 30

(Avoidance of Transfer of the Goliath Double Payment and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against Tipton Goliath – Constructive Fraud)

709. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 708 above.

710. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 710 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

711. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 711 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

712. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 712 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

713. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 713 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

714. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 714 of the Complaint and is unable to admit or deny the allegation in paragraph 714 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

715. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 715 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

716. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 716 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

717. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 717 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

718. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 718 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

719. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 719 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 31

(Avoidance of Transfer of the Golias Double Payment and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–81; Against Tipton Golias – Constructive Fraud)

720. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 719 above.

721. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 721 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

722. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 722 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

723. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 723 of the Complaint and is unable to admit or deny the allegation in paragraph 723 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

724. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 724 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

725. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 725 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

726. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 726 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 32

(Avoidance of Transfer of the Golias Double Payment to Tipton Golias and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Texas Bus. & Com. Code §§ 24.001 et. seq., Against Tipton Golias – Constructive Fraud)

727. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 726 above.

728. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 728 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

729. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 729 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

730. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 730 of the Complaint and is unable to admit or deny the allegation in paragraph 730 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

731. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 731 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

732. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 732 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

733. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 733 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

734. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 734 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

735. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 735 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

736. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 736 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

737. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 737 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 33

(Avoidance of Transfer of the Golias Double Payment and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, New York Debtor and Creditor Law §§ 273 and 274; Against Tipton Golias – Constructive Fraud)

738. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 737 above.

739. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 739 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

740. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 740 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

741. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 741 of the Complaint and is unable to admit or deny the allegation in paragraph 741 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

742. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 742 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

743. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 743 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

744. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 744 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

745. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 745 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

746. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 746 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

747. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 747 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

748. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 748 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

749. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 749 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 34

(Recharacterization Of February 4, 2014 Note And Mallory Payment As Equity; Against Mallory and the Mallory Trust)

750. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 749 above.

751. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 751 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

752. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 752 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

753. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 753 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

754. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 754 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

755. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 755 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

756. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 756 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 35

(Avoidance of Transfer of the Mallory Payment and Recovery of Value Under 11 U.S.C. §§548 and 550; Against Mallory and the Mallory Trust – Constructive Fraud)

757. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 756 above.

758. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 758 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

759. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 759 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

760. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 760 of the Complaint and is unable to admit or deny the allegation in paragraph 760 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

761. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 761 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

762. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 762 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

763. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 763 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

764. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 764 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

765. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 765 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

766. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 766 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 36

(Avoidance of Transfer of Mallory Payment and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Va. Code § 55–81; Against Mallory and/or the Mallory Trust – Insolvency)

767. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 766 above.

768. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 768 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

769. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 769 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

770. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 770 of the Complaint and is unable to admit or deny the allegation in paragraph 770 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

771. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 771 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

772. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 772 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

773. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 773 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 37

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§548 and 550; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Actual Fraud)

774. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 773 above.

775. To the extent that the acts alleged in paragraph 775 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

776. To the extent that the acts alleged in paragraph 776 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

777. To the extent that the acts alleged in paragraph 777 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

778. To the extent that the acts alleged in paragraph 778 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

779. To the extent that the acts alleged in paragraph 779 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants

780. Paragraph 780 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested. Also, the allegations of fraud against the

Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

781. Paragraph 781 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 38

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§548 and 550; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Constructive Fraud)

782. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 781 above.

783. To the extent that the acts alleged in paragraph 783 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

784. To the extent that the acts alleged in paragraph 784 of the Complaint pertain to the Defendant, the Defendant denies. As stated above, the Defendant received the alleged payments in good faith and for value. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud

against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

785. To the extent that the acts alleged in paragraph 785 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 785 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

786. To the extent that the acts alleged in paragraph 786 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 786 of the Complaint. The defendant demands strict proof in support of this allegation.

787. To the extent that the acts alleged in paragraph 787 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 787 of the Complaint. The defendant demands strict proof in support of this allegation.

788. To the extent that the acts alleged in paragraph 788 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 788 of the Complaint. The defendant demands strict proof in support of this allegation.

789. In response to the allegations in Paragraph 789 of the Complaint, the Defendant admits only to the extent that the Defendant received the payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

790. Paragraph 790 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

791. Paragraph 791 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 39

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Actual Fraud)

792. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 792 above.

793. Paragraph 793 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

794. To the extent that the acts alleged in paragraph 794 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

795. To the extent that the acts alleged in paragraph 795 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

796. To the extent that the acts alleged in paragraph 796 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

797. To the extent that the acts alleged in paragraph 797 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

798. To the extent that the acts alleged in paragraph 798 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the

Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

799. In response to the paragraph 799 of the Complaint, the Defendant admits only to the extent that the Defendant received the payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

800. Paragraph 800 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

801. Paragraph 801 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 40

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, 28 U.S.C. § 3304; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Constructive Fraud)

802. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 801 above.

803. Paragraph 803 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

804. To the extent that the acts alleged in paragraph 804 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

805. To the extent that the acts alleged in paragraph 805 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

806. To the extent that the acts alleged in paragraph 806 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

807. To the extent that the acts alleged in paragraph 807 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 807 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

808. To the extent that the acts alleged in paragraph 808 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 808 of the Complaint. The defendant demands strict proof in support of this allegation

809. To the extent that the acts alleged in paragraph 809 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 809 of the Complaint. The defendant demands strict proof in support of this allegation

810. In response to the paragraph 810 of the Complaint, the Defendant only admits to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement. All other allegations in this paragraph are denied.

811. Paragraph 811 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

812. Paragraph 812 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 41

(Avoidance of Transfer of the BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, the Virginia Code Annotated § 55–80; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Actual Fraud)

813. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 812 above.

814. To the extent that the acts alleged in paragraph 814 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

815. To the extent that the acts alleged in paragraph 815 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

816. To the extent that the acts alleged in paragraph 816 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

817. To the extent that the acts alleged in paragraph 817 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not

arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

818. In response to the paragraph 818 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

819. To the extent that the acts alleged in paragraph 819 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. The Defendant performed minimum due diligence before entering into the Independent Contractor Agreement with respect to the Debtors' background.

820. Same response as response to paragraph 820 of the Complaint above.

821. Paragraph 821 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

822. Paragraph 822 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 42

(Avoidance of Transfer of the BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, the Virginia Code Annotated § 55–81; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Insolvency)

823. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 822 above.

824. To the extent that the acts alleged in paragraph 824 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

825. To the extent that the acts alleged in paragraph 825 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. As stated above, the Defendant received the alleged payments in good faith and for value. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

826. To the extent that the acts alleged in paragraph 826 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 826 of the Complaint. The defendant demands strict proof of Debtors' insolvency..

827. In response to the paragraph 827 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

828. Paragraph 828 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

829. Paragraph 829 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 43

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Texas Bus. & Com. Code §§ 24.001 et seq., Georgia Code §§ 18-2-70 et seq., Alabama Code §§ 8-9A-1 et seq., West Virginia Code §§ 40-1A-1 et seq.; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Actual Fraud)

830. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 829 above.

831. To the extent that the acts alleged in paragraph 831 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

832. To the extent that the acts alleged in paragraph 832 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

833. To the extent that the acts alleged in paragraph 833 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the

Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

834. To the extent that the acts alleged in paragraph 834 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

835. In response to the paragraph 835 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

836. To the extent that the acts alleged in paragraph 836 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information

sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

837. Paragraph 837 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

838. Paragraph 838 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 44

(Avoidance of Transfer of the BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, Texas Bus. & Com. Code §§ 24.001 et. seq., Georgia Code §§ 18-2-70 et seq., Alabama Code §§ 8-9A-1 et seq., West Virginia Code §§ 40-1A-1 set seq.; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Constructive Fraud)

839. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 838 above.

840. To the extent that the acts alleged in paragraph 840 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

841. To the extent that the acts alleged in paragraph 841 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. As stated above, the Defendant received the alleged payments in good faith and for value. Also, the allegations of fraud against the Defendant in this paragraph do not meet the

particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

842. To the extent that the acts alleged in paragraph 842 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 842 of the Complaint. The Defendant demands strict proof of Debtors' insolvency..

843. To the extent that the acts alleged in paragraph 843 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 843 of the Complaint. The defendant demands strict proof in support of this allegation.

844. To the extent that the acts alleged in paragraph 844 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 844 of the Complaint. The defendant demands strict proof in support of this allegation

845. To the extent that the acts alleged in paragraph 845 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 845 of the Complaint. The Defendant demands strict proof in support of this allegation

846. In response to the paragraph 846 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

847. To the extent that the acts alleged in paragraph 847 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

848. Paragraph 848 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

849. Paragraph 849 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 45

(Avoidance of Transfer of the BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, S.C. Code § 27-23-10; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Actual Fraud)

850. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 849 above.

851. To the extent that the acts alleged in paragraph 851 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

852. To the extent that the acts alleged in paragraph 852 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

853. To the extent that the acts alleged in paragraph 853 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

854. To the extent that the acts alleged in paragraph 854 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

855. In response to the paragraph 855 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors

pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

856. To the extent that the acts alleged in paragraph 856 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

857. Paragraph 857 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

858. Paragraph 858 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 46

(Avoidance of Transfer of BlueWave Payments and Recovery of Value Under 11 U.S.C. §§544(b) and 550 and, as applicable, S.C. Code § 27-23-10; Against the BlueWave Defendants, the BlueWave Transferee Defendants, and the Doe Defendants – Constructive Fraud)

859. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 858 above.

860. To the extent that the acts alleged in paragraph 860 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

861. To the extent that the acts alleged in paragraph 861 of the Complaint pertain to the Defendant, the Defendant denies. As stated above, the Defendant received the alleged

payments in good faith and for value. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

862. To the extent that the acts alleged in paragraph 862 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 862 of the Complaint. The Defendant demands strict proof of Debtors' insolvency..

863. To the extent that the acts alleged in paragraph 863 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 863 of the Complaint. The defendant demands strict proof in support of this allegation

864. To the extent that the acts alleged in paragraph 864 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 864 of the Complaint. The defendant demands strict proof in support of this allegation.

865. To the extent that the acts alleged in paragraph 865 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 865 of the Complaint. The defendant demands strict proof in support of this allegation.

866. In response to the paragraph 866 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors

pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

867. To the extent that the acts alleged in paragraph 867 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

868. Paragraph 868 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

869. Paragraph 869 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 47

(Avoidance of Obligations Under BlueWave Agreement Under 11 U.S.C. §544(b) and, as applicable, 28 U.S.C. § 3304; Against BlueWave – Actual Fraud)

870. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 870 above.

871. Paragraph 871 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

872. To the extent that the acts alleged in paragraph 872 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

873. To the extent that the acts alleged in paragraph 873 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

874. To the extent that the acts alleged in paragraph 874 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

875. To the extent that the acts alleged in paragraph 875 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint. Also, the allegations of fraud against the Defendant in this paragraph do not meet the particularity requirements of Rule 9(b). The allegations of fraud against the Defendant in this paragraph do not come close to meeting the requirements of Rule 9(b). Additionally, the allegations in this paragraph are contrary to the requirements of Rule 20(a)(2). The Plaintiff has joined claims against the Defendant with claims against numerous other defendants that do not

arise out of the same transaction, occurrence, or series of transactions or occurrences, and which do not involve questions of law or fact common to all the defendants.

876. In response to the paragraph 876 of the Complaint, the Defendant admits only to the extent that the Defendant received payments for the services provided to the Debtors pursuant to the Independent Contractor Agreement (as defined below). All other allegations in this paragraph are denied.

877. To the extent that the acts alleged in paragraph 877 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

878. Paragraph 878 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 48

(Avoidance of Obligations Under BlueWave Agreement Under 11 U.S.C. §544(b) and, as applicable, 28 U.S.C. § 3304; Against BlueWave – Constructive Fraud)

879. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 878 above.

880. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 880 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

881. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 881 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

882. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 882 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

883. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 883 of the Complaint and is unable to admit or deny the allegation in paragraph 883 of the Complaint. The defendant demands strict proof of Debtors' insolvency.

884. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 884 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

885. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 885 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

886. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 886 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

887. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 887 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

888. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 888 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 49

(Avoidance of Obligations Under BlueWave Agreement Under 11 U.S.C. §544(b) and, as applicable, the Virginia Code Annotated § 55–80; Against BlueWave – Actual Fraud)

889. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 888 above.

890. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 890 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

891. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 891 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

892. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 892 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

893. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 893 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

894. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 894 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

895. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 895 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 50

(Avoidance of Obligations Under BlueWave Agreement Under 11 U.S.C. §544(b) and, as applicable, the Virginia Code Annotated § 55–81; Against BlueWave – Constructive Fraud)

896. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 895 above.

897. To the extent that the acts alleged in paragraph 897 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

898. To the extent that the acts alleged in paragraph 898 of the Complaint pertain to the Defendant, the Defendant is unable to admit or deny the allegation in paragraph 898 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

899. To the extent that the acts alleged in paragraph 899 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

900. Paragraph 900 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 51

**(Avoidance and Recovery of Preferential Transfers Under 11 U.S.C. §§547 and 550;
Against the D&O Defendants, the Galen Defendants, Bartlett, the Mallory Trust, the
Warnick Entity Defendants, the Shareholder Defendants, Helena Laboratories, and the
Doe Defendants)**

901. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 900 above.

902. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 902 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

903. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 903 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

904. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 904 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

905. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 905 of the Complaint and is unable to admit or deny the allegation in paragraph 905 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

906. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 906 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

907. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 907 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

908. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 908 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 52

(Avoidance and Recovery of Preferential Transfers Under 11 U.S.C. §§547 and 550; Against the D&O Defendants, the Galen Defendants, Bartlett, the Mallory Trust, the Warnick Entity Defendants, the BlueWave Defendants, the BlueWave Transferee Defendants, Tipton Golias, Helena Laboratories, and the Doe Defendants)

909. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 908 above.

910. The Defendant admits that a document described in paragraph 910 of the Complaint is attached as Exhibit "E." Paragraph 910 of the Complaint is denied in all other respects.

911. To the extent that the acts alleged in paragraph 911 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

912. To the extent that the acts alleged in paragraph 912 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

913. To the extent that the acts alleged in paragraph 913 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

914. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 914 of the Complaint and is unable to admit or deny the allegation in paragraph 914 of the Complaint. The Defendant demands strict proof of Debtors' insolvency

915. To the extent that the acts alleged in paragraph 915 of the Complaint pertain to the Defendant, the Defendant denies. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the other allegations in this paragraph of the Complaint.

916. Paragraph 916 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

917. Paragraph 917 of the Complaint contains statements and conclusions of law to which no response is required. To the extent that a response is required, the Defendant denies that the Plaintiff is entitled to the relief requested.

COUNT 53

(Breach of Statutory Fiduciary Duty – Va. Code § 13.1-690; Against the D&O Defendants, Rangarajan, Galen, and Bartlett)

918. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 917 above.

919. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 919 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

920. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 920 of the Complaint and is unable to admit or deny the allegation in paragraph 920 of the Complaint. The Defendant demands strict proof of Debtors' insolvency

921. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 921 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

922. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 922 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

923. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 923 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

924. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 924 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 54

(Common Law Breach of Fiduciary Duty; Against the D&O Defendants, Rangarajan, Galen, and Bartlett)

925. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 924 above.

926. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 926 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

927. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 927 of the Complaint and is unable to admit or deny the allegation in paragraph 927 of the Complaint. The Defendant demands strict proof of Debtors' insolvency

928. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 928 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

929. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 929 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

930. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 930 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

931. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 931 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 55

(Violation of The Trust Fund Doctrine; Against the D&O Defendants, Rangarajan, Galen, Bartlett, the Shareholder Defendants, the BlueWave Defendants, the BlueWave Transferee Defendants, the Major Sales Contractor Defendants, Ryan, and the Doe Defendants)

932. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 931 above.

933. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 933 of the Complaint and is unable to admit or deny the allegation in paragraph 933 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

934. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 934 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

935. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 935 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

936. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 936 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

937. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 937 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

938. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 938 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

939. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 939 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

940. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 940 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 56

(Breach of Statutory Fiduciary Duty -- Va. Code § 13.1-690; Against Mallory)

941. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 940 above.

942. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 942 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

943. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 943 of the Complaint and is unable to admit or deny the allegation in paragraph 943 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

944. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 944 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

945. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 945 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

946. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 946 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

947. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 947 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 57

(Common Law Breach of Fiduciary Duty; Against Mallory)

948. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 947 above.

949. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 949 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

950. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the paragraph 950 of the Complaint and is unable to admit or deny the allegation in paragraph 950 of the Complaint. The Defendant demands strict proof of Debtors' insolvency.

951. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 951 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

952. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 952 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

953. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 953 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

954. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 954 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 58

(Aiding and Abetting Breach of Fiduciary Duty; Against the BlueWave Defendants, the Major Sales Contractor Defendants, Cobalt, Ryan, and the Doe Defendants)

955. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 954 above.

956. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 956 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

957. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 957 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

958. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 958 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

959. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 959 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

960. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 960 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

961. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 961 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

962. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 962 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 59

(Common Law Conspiracy; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, Cobalt, and the Doe Defendants)

963. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 962 above.

964. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 964 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

965. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 965 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

966. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 966 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

967. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 967 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

968. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 968 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 60

(Statutory Business Conspiracy – Va. Code §§ 18.2-499 et seq.; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, Cobalt, and the Doe Defendants)

969. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 968 above.

970. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 970 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

971. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 971 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

972. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 972 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

973. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 973 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

974. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 974 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

975. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 975 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

976. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 976 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

977. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 977 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 61

(Unlawful Distributions -- Va. Code §§ 13.1-653 and 13.1-690; Against Mallory, McConnell, Warnick, Galen, and Bartlett)

978. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 977 above.

979. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 979 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

980. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 980 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

981. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 981 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

982. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 982 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

983. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 983 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 62

(Corporate Waste; Against the D&O Defendants, Rangarajan, Galen, and Bartlett)

984. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 983 above.

985. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 985 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

986. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 986 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

987. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 987 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

988. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 988 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 63

(Negligence; Against the D&O Defendants, Rangarajan, Galen, and Bartlett)

989. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 988 above.

990. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 990 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

991. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 991 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

992. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 992 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

993. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 993 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

994. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 994 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

995. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 995 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 64

(Gross Negligence; Against the D&O Defendants, Rangarajan, Galen, and Bartlett)

996. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 995 above.

997. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 997 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

998. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 998 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

999. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 999 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1000. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1000 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1001. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1001 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1002. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1002 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1003. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1003 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 65

(Assumpsit; Against All Defendants)

1004. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1003 above.

1005. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1005 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1006. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1006 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1007. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1007 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 66

(Unjust Enrichment; Against All Defendants)

1008. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1007 above.

1009. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1009 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1010. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1010 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1011. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1011 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1012. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1012 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1013. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1013 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1014. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1014 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1015. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1015 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 67

(Fraud Committed Upon Assigning Creditors; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1016. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1015 above.

1017. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1017 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1018. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1018 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1019. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1019 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1020. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1020 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1021. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1021 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 68

(Constructive Fraud Committed Against Assigning Creditors; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1022. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1021 above.

1023. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1023 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1024. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1024 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1025. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1025 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1026. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1026 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1027. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1027 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 69

(Tortious Interference With Contracts of Assigning Creditors; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1028. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1027 above.

1029. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1029 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1030. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1030 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1031. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1031 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1032. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1032 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1033. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1033 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1034. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1034 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1035. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1035 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 70

(Tortious Interference With Existing Contract, Contract Expectancy, Prospective Business Relationship and Economic Advantage of Assigning Creditors; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1036. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1035 above.

1037. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1037 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1038. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1038 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1039. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1039 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1040. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1040 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1041. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1041 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1042. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1042 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 71

(Fraud, Tortious Interference with Business and Contractual Relations, Civil Conspiracy and Unjust Enrichment Claims Asserted by Assigning Creditor Aetna; Against The D&O Defendants, Rangarajan, and the BlueWave Defendants)

1043. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1042 above.

1044. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1044 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1045. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1045 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1046. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1046 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1047. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1047 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 72

(Common Law Conspiracy Asserted by the Assigning Creditors; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1048. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1047 above.

1049. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1049 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1050. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1050 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1051. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1051 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1052. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1052 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 73

(Statutory Business Conspiracy Asserted by the Assigning Creditors – Va. Code §§ 18.2-499 et seq.; Against the D&O Defendants, Rangarajan, the BlueWave Defendants, the Major Sales Contractor Defendants, the BlueWave Sales Representative Defendants, and the Doe Defendants)

1053. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1053 above.

1054. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1054 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1055. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1055 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1056. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1056 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1057. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1057 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1058. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1058 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1059. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1059 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1060. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1060 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1061. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1061 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1062. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1062 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 74

(Declaratory Relief Under 28 U.S.C. §§ 2201-2202 and Fed.R.Bankr.P. 7001 Declaring BlueWave Agreement to be Illegal and Unenforceable Pursuant to Ga. Code Ann. § 13-8-1 and Other Applicable Law; Against BlueWave)

1063. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1062 above.

1064. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1064 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1065. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1065 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1066. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1066 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1067. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1067 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1068. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1068 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 75

(Objections to Proofs of Claims and Requests for Allowance of Administrative Expenses Under 11 U.S.C. §§ 502(b)(7), 502(d), 502(e), 503, and 507; Against the Mallory Defendants, the McConnell Defendants, Warnick, Rangarajan, the Galen Defendants, Ryan, BlueWave, Helena Laboratories, the Golias Family Shareholders, Petersen, Mayes, Tessler, Oates, and the Doe Defendants)

1069. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1068 above.

1070. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1070 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1071. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1071 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1072. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1072 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1073. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1073 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

COUNT 76

(Equitable Subordination Under 11 U.S.C. § 510(c); Against the Mallory Defendants, the McConnell Defendants, Warnick, Rangarajan, the Galen Defendants, Ryan, BlueWave, Helena Laboratories, the Golias Family Shareholders, Petersen, Mayes, Tessler, Oates, and the Doe Defendants)

1074. The Defendant restates and incorporates by reference its answers set forth in paragraphs 1 through 1073 above.

1075. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1075 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

1076. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation in paragraph 1076 of the Complaint. To the extent a response is required, the Defendant denies that the Plaintiff is entitled to the relief sought in the Complaint.

PRAYER FOR RELIEF

WHEREFORE, based upon the foregoing, the alleged Transfers are not recoverable by the Plaintiff. The Defendant requests that the Court deny the Plaintiff's requests for relief and award the Defendant such other and further relief as the Court may deem just and proper, including but not limited to attorneys' fees incurred in the defense of this action.

AFFIRMATIVE DEFENSES

1077. Without conceding that the Defendant has the burden of proof on any of the issues below, the Defendant asserts the following defenses:

FIRST AFFIRMATIVE DEFENSE

1078. On January 24, 2013, the Defendant entered into an agreement (the "Independent Contractor Agreement") with BlueWave Healthcare Consultants, Inc. ("Bluewave") to offer designated laboratory tests to physicians and medical groups specializing in cardiology and other

disease management specialties (the “Services”) in the following states: Texas primarily San Antonio, Austin and Surrounding areas (the “Territory”). As per Paragraph 4. A. of the Independent Contractor Agreement, the Defendant was paid a commission equal to one-half percent ((0.50%)) of the collected revenues from tests generated in the Territory and processed by the Debtors. Commissions were paid to the Defendant on a quarterly basis. The alleged payments to the Defendant were for the services provided to the Debtors pursuant to the Independent Contractor Agreement. The Independent Contractor Agreement was entered into by the Defendant at arms length. As such, the Defendant provided value to the Debtors in exchange of the services provided to the Debtors pursuant to the Debtors. The Defendant received the alleged payments in good faith and for value.

1079. The Plaintiff is barred from recovering the alleged fraudulent transfers (the “Fraudulent Transfers”) under 11 U.S.C. 548 and applicable state law to the extent that the transferee takes for value and in good faith; or has a lien on or may retain any interest transferred or may enforce any obligation incurred, as the case may be, to the extent that such transferee gave value to the Debtor in exchange for such transfer.

1080. Pursuant to 11 U.S.C. 548(c) and applicable state law, such alleged Fraudulent Transfers are not avoidable by the Plaintiff.

SECOND AFFIRMATIVE DEFENSE

1081. As stated above, the Defendant received the Transfers in good faith. The Independent Contractor Agreement was entered into by the Defendant at arms length. The Defendant undertook the minimum due diligence steps to complete a reasonable investigation into the Debtor’s business. The Defendant did not have any knowledge of such facts as would excite suspicion and put the Defendant on inquiry of the alleged fraudulent nature of the

Transfers and the Debtor's business. The Defendant received the alleged Transfers in exchange of the Services provided to the Debtors. With regards to the business of the Debtors, the Defendant also relied on the representations of Bluewave in good faith.

1082. For the reasons set forth in the preceding paragraph: the claims of the Plaintiff are barred, in whole or in part, by reason that, to the extent that it received any alleged Fraudulent Transfer, Defendant was, at all times, a good faith transferee for value pursuant to 11 U.S.C. § 548(c) and applicable state law.

THIRD AFFIRMATIVE DEFENSE

1083. As stated above, the Defendant did not have any knowledge of such facts as would excite suspicion and put the Defendant on inquiry of the alleged fraudulent nature of the Debtor's business and the alleged Transfers. The Defendant relied on the representations of Bluewave with regards to the business of the Debtors in good faith. The Transfers were received in exchange of value provided to the Debtors pursuant to the Independent Contractor Agreement that was entered at arms length.

1084. The claims of the Plaintiff are barred, in whole or in part, pursuant to 11 U.S.C. § 550 (b) by reason that the Defendants, to the extent they took any transfer(s), took the alleged transfers of Debtors' property for value, in good faith and without knowledge of the voidability of the alleged Transfers.

FOURTH AFFIRMATIVE DEFENSE

1085. The claims of the Plaintiff are barred, in whole or in part, by reason that Defendant lacked actual knowledge of fraud, misappropriation or any other misconduct on the part of the Debtor and/or anyone acting by, through, for or against it.

FIFTH AFFIRMATIVE DEFENSE

1086. The Plaintiff is barred from recovering the alleged, yet unidentified, preference transfers (the “Unidentified Preference Transfers”) to the extent that the Unidentified Preference Transfers were:

- (A) in payment of a debt or debts incurred by the Debtor in the ordinary course of business or financial affairs of the Debtor and the Defendant;
- (B) made in the ordinary course of business or financial affairs of the Debtor and the Defendant, or
- (C) made according to ordinary business terms.

1087. Pursuant to 11 U.S.C. 547(c)(2) such Unidentified Preference Transfers are not avoidable by the Plaintiff.

SIXTH AFFIRMATIVE DEFENSE

1088. The Plaintiff is barred from recovering the Unidentified Preference Transfers to the extent that the Unidentified Preference Transfers were:

- (A) intended by the Debtor and the Defendant to or for whose benefit such Transfers were made to be a contemporaneous exchange for new value given to the Debtor; and
- (B) in fact were substantially contemporaneous exchange(s).

1089. Pursuant to 11 U.S.C. 547(c)(1) such Unidentified Preference Transfers are not avoidable by the Plaintiff.

SEVENTH AFFIRMATIVE DEFENSE

1090. The Plaintiff is barred from recovering the Unidentified Preference Transfers to the extent that the Unidentified Preference Transfers were to or for the benefit of the Defendant, to the extent that, after such transfer, the Defendant gave new value to or for the benefit of the Debtor.

- (A) not secured by an otherwise unavoidable security interest; and
- (B) on account of which new value the Debtor did not make an otherwise unavoidable transfer to or for the benefit of the Defendant.

1091. Pursuant to 11 U.S.C. 547(c)(4) such Unidentified Preference Transfers are not avoidable by the Plaintiff.

EIGHTH AFFIRMATIVE DEFENSE

1092. The Defendant hereby gives notice that it intends to rely upon such other and further defenses as may become available or apparent during the discovery process in this action, and hereby reserves the right to amend their answer to assert any such defenses. The assertion of the above defenses by Defendant is not intended and should not be deemed or construed to alter or shift any burden of proof Plaintiffs may have in connection with the claims asserted in the Complaint. *See Francisco v. Verizon S. Inc.*, Civil Action No. 3:09cv737, 2010 U.S. Dist. LEXIS 77083 (E.D. Va. July 29, 2010) (the general practice is to grant the defendant leave to amend).

TO THE EXTENT ALLOWED BY LAW JURY TRIAL IS DEMANDED AS TO ALL ALLEGATIONS, AFFIRMATIVE DEFENSES AND COUNTERCLAIMS, IF ANY.

Dated: March 3, 2017

Respectfully Submitted,

M. LOONEY CONSULTING INC.

By /s/ Ronald A. Page, Jr.

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